

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X		
	:		
In re	:		Chapter 11
	:		
INSYS THERAPEUTICS, INC., et al.,	:		Case No. 19-11292 (JTD)
	:		
Debtors.¹	:		Jointly Administered
	:		
	:		Re: D.I. 1282, 1283, 1286, 1287, 1288, 1289, 1290,
	:		1291, 1292, 1293, 1294, 1298, 1300 & 1333
	X		

**OMNIBUS ORDER AWARDING FINAL ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the final fee applications (each, a “**Final Fee Application**” and, collectively, the “**Final Fee Applications**”) filed in the above-captioned chapter 11 cases by those professionals identified on **Exhibit A** attached hereto (each, an “**Applicant**” and collectively, the “**Applicants**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for final allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred during the periods set forth on **Exhibit A** attached hereto (the “**Compensation Period**”), filed pursuant to the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* [D.I. 329] and *Findings of Fact, Conclusions of Law, and Order Confirming the Second Amended Joint Chapter 11 Plan of Liquidation of Insys Therapeutics, Inc. and its Affiliated Debtors* [D.I. 1115]; and the Court having reviewed the Final Fee Applications; and the Court finding that: (a) the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Insys Therapeutics, Inc. (7886); IC Operations, LLC (9659); Insys Development Company, Inc. (3020); Insys Manufacturing, LLC (0789); Insys Pharma, Inc. (9410); IPSC, LLC (6577); and IPT 355, LLC (0155). The Debtors’ mailing address is 3100 West Ray Road, Suite 201, Chandler, Arizona 85226.

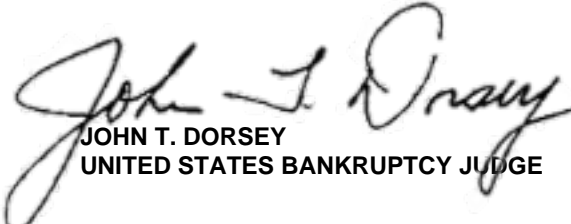
Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Fee Applications and the hearing thereon was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Final Fee Applications; and upon the record of the hearing held on the Final Fee Applications; and upon the full record of all proceedings in these cases; and sufficient cause having been shown therefor,

IT IS HEREBY ORDERED THAT:

1. Each Final Fee Application is **GRANTED** and **APPROVED** as set forth herein.
2. Each of the Applicants is allowed compensation for services rendered during the Compensation Period and reimbursement for actual and necessary expenses incurred during the Compensation Period in the amounts set forth on **Exhibit A** hereto, including any and all holdbacks.
3. The above-captioned debtors and/or the Insys Liquidation Trust, as applicable, are authorized to pay each of the Applicants one-hundred percent (100%) of any and all fees and one-hundred percent (100%) of any and all expenses listed on **Exhibit A** hereto that have not yet been paid in satisfaction of the allowed fees for services rendered and expenses incurred during the Compensation Period.
4. This Order shall be deemed a separate order with respect to each of the Final Applications. Any stay of this Order pending appeal with respect to any one Applicant shall only apply to the particular Applicant that is the subject of such appeal, and shall not operate to stay the applicability and/or finality of this Order with respect to any other of the Applicants.
5. This Order shall be effective immediately upon its entry.

6. This Court shall retain jurisdiction over all matters arising from or related to the interpretation or implementation of this Order.

Dated: May 1st, 2020
Wilmington, Delaware



JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

In re: Insys Therapeutics, Inc., et al.
Case No. 19-11292 (JTD)
Final Fee Applications

Applicant	Final Period	Fees Requested	Expenses Requested	Final Fees Approved	Final Expenses Approved	Total Amount Approved	Balance Owed to Applicant
Cooley LLP [D.I. 1282] Special Counsel to the Debtors	6/10/19 – 2/18/20	\$466,592.10	\$4,976.19	\$466,592.10	\$4,976.19	\$471,568.29	\$4,233.50 ¹
Ernst & Young LLP [D.I. 1283] Accounting Services Provider to the Debtors	6/10/19 – 2/18/20	\$16,470.00	\$9,982.50	\$16,470.00	\$9,982.50	\$26,452.50	\$5,200.00
Rakoczy Molino Mazzochi Siwik LLP [D.I. 1285] Lead Patent Litigation Counsel to the Debtors	6/10/19 – 11/30/19	\$463,339.70	\$65,129.99	\$463,339.70	\$65,129.99	\$528,469.69	\$829.77
Holland & Knight LLP [D.I. 1286] Special Litigation Counsel to the Debtors	6/10/19 – 2/18/20	\$531,380.60	\$3,446.30	\$531,380.60	\$3,446.30	\$534,826.90	\$57,207.13
Weil, Gotshal & Manges LLP [D.I. 1287] Counsel to the Debtors	6/10/19 – 2/18/20	\$11,581,952.37 ²	\$442,758.70 ²	\$11,581,952.37	\$442,758.70	\$12,024,711.07	\$451,684.63

¹ Cooley holds a retainer in the amount of \$41,218.83 and will apply \$4,233.50 of the retainer. After application of the retainer funds and this Order is final and non-appealable, Cooley will return the balance of \$37,085.33 to the liquidating trustee of the Insys Liquidation Trust.

² This Final Fee Application inadvertently included in the total requested amounts \$21,959.38 in fees and \$358.80 in expenses from the first interim fee period that previously were the subject of agreed reductions between the Applicant and the U.S. Trustee. The amounts in this chart reflect the corrected final requested amounts.

Applicant	Final Period	Fees Requested	Expenses Requested	Final Fees Approved	Final Expenses Approved	Total Amount Approved	Balance Owed to Applicant
Richards, Layton & Finger, P.A. [D.I. 1288] Co-Counsel to the Debtors	6/10/19 – 2/18/20	\$2,745,060.50	\$85,720.40	\$2,745,060.50	\$85,720.40	\$2,830,780.90	\$634,700.71
Wilson, Sonsini, Goodrich & Rosati, P.C. [D.I. 1289] Special Litigation Counsel to the Debtors	6/10/19 – 2/18/20	\$747,781.20	\$4,624.81	\$747,781.20	\$4,624.81	\$752,406.01	\$127,689.66
Epiq Corporate Restructuring, LLC [D.I. 1290] Administrative Advisor to the Debtors	6/10/19 – 2/18/20	\$139,392.88	\$414.00	\$139,392.88	\$414.00	\$139,806.88	\$49,865.28
Carlton Fields, P.A. [D.I. 1291] Special Counsel to the Debtors	6/10/19 – 2/18/20	\$105,948.00	\$686,442.97	\$105,948.00	\$686,442.97	\$792,390.97	\$405,500.60
Bayard, P.A. [D.I. 1292, 1333] Co-Counsel to the Official Committee of Unsecured Creditors	6/19/19 – 2/18/20	\$765,115.00 ³	\$12,459.33	\$765,115.00	\$12,459.33	\$777,574.33	\$95,416.32

³ On April 30, 2020, Applicant filed a supplement [D.I. 1333] to this Final Fee Application providing invoices for \$14,859.00 in additional fees and \$1,434.27 in additional expenses incurred after the February 18, 2020 effective date of the debtors' confirmed chapter 11 plan, including in connection with preparing, filing, and serving Applicant's and other Committee professionals' final fee applications. The amounts in this chart correct the estimates for such additional fees and expenses that were filed as part of the Final Fee Application, and reflect the final total requested amounts.

Applicant	Final Period	Fees Requested	Expenses Requested	Final Fees Approved	Final Expenses Approved	Total Amount Approved	Balance Owed to Applicant
Akin Gump Strauss Hauer & Feld LLP [D.I. 1293] Counsel to the Official Committee of Unsecured Creditors	6/19/19 – 2/18/20	\$5,533,919.00	\$68,772.75	\$5,533,919.00	\$68,772.75	\$5,602,691.75	\$707,861.56
Province, Inc. [D.I. 1294] Financial Advisor to the Official Committee of Unsecured Creditors	6/21/19 – 2/18/20	\$2,882,404.50	\$12,811.00	\$2,882,404.50	\$12,811.00	\$2,895,215.50	\$172,431.08
FTI Consulting, Inc. [D.I. 1298] Financial Advisor for the Debtors	6/10/19 – 2/18/20	\$5,164,731.50	\$91,417.77	\$5,164,731.50	\$91,417.77	\$5,256,149.27	\$3,891,025.24
Lazard Frères & Co. LLC [D.I. 1300] Investment Banker to the Debtors	6/10/19 – 2/18/20	\$4,050,000.00	\$64,524.06	\$4,050,000.00	\$64,524.06	\$4,114,524.06	\$498,405.92
TOTALS		\$35,194,087.35	\$1,553,480.77	\$35,194,087.35	\$1,553,480.77	\$36,747,568.12	\$7,102,051.40